

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-14**
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REPORTING OWNER

Brown Denis R

CIK: **1314175**

Type: **4** | Act: **34** | File No.: **001-06549** | Film No.: **13661770**

Mailing Address
*C/O AMERICAN SCIENCE &
ENGINEERING, INC
829 MIDDLESEX TURNPIKE
BILLERICA MA 01821*

ISSUER

AMERICAN SCIENCE & ENGINEERING, INC.

CIK: **5768** | IRS No.: **042240991** | State of Incorporation: **MA** | Fiscal Year End: **0331**
SIC: **3844** X-ray apparatus & tubes & related irradiation apparatus

Mailing Address	Business Address
<i>C/O AS&E 829 MIDDLESEX TURNPIKE BILLERICA MA 01821</i>	<i>C/O AS&E 829 MIDDLESEX TURNPIKE BILLERICA MA 01821 9782628700</i>

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person Brown Denis R			2. Issuer Name and Ticker or Trading Symbol AMERICAN SCIENCE & ENGINEERING, INC. [ASEI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
AMERICAN SCIENCE AND ENGINEERING, INC., 829 MIDDLESEX TURNPIKE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) BILLERICA, MA 01821								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/14/2013		<u>S</u>		2,000	D	\$64.18	6,252	I	The Brown Family Trust
Common Stock	02/20/2013		<u>S</u>		2,000	D	\$62.88	4,252	I	The Brown Family Trust
Common Stock	02/22/2013		<u>S</u>		750	D	\$63.98	3,502	I	The Brown Family Trust
Common Stock	02/20/2013		<u>S</u>		1,000	D	\$62.88	8,730	D	
Common Stock	02/22/2013		<u>S</u>		750	D	\$63.98	7,980	D	
Common Stock								170	I	Margaret M. Brown IRA Spouse

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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			Day/ Year			(A) or Disposed of (D) (Instr. 3, 4, and 5)		Security (Instr. 3 and 4)		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date			

Signatures

/s/John B. De Luca

** Signature of Reporting Person

03/04/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.